

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

MARK E. FELGER (MF9985)
JERROLD N. POSLUSNY, JR. (JP7140)
COZEN O'CONNOR

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In re:

SHAPES/ARCH HOLDINGS L.L.C., et al.,

Debtors.

Case No. 08-14631 (GMB)
(Jointly Administered)

Judge: Gloria M. Burns

Chapter: 11

**CERTIFICATE OF CONSENT REGARDING CONSENT ORDER RESOLVING
OBJECTION TO CLAIM OF TENNESSEE DEPARTMENT OF REVENUE AND
REDUCING AND ALLOWING ADMINISTRATIVE CLAIM**

I HEREBY CERTIFY that with respect to the copy of the captioned Consent Order submitted to the Court, the following conditions have been met:

1. The terms of the copy of the consent order submitted to the Court are identical to those set forth in the original consent order;
2. The signatures represented by the */s/ Jerrold N. Poslusny, Jr.* and */s/ Gina Baker Hantel* on the copy of the consent order submitted to the Court reference the signatures of consenting parties obtained on the original consent order;
3. I will retain the original consent order for a period of seven years from the date of closing of the case or adversary proceeding;
4. I will make the original consent order available for inspection upon request of the Court or any party in interest; and
5. I will simultaneously electronically file this certification with the Court, by use of my login and password, thereby signing same for all purposes including those under Fed. R. Bankr. P. 9011.

/s/ Jerrold N. Poslusny, Jr.

Mark E. Felger
Jerrold N. Poslusny, Jr.

Date: November 10, 2008